

# HARTER, SECREST & EMERY LLP

ATTORNEYS AT LAW

One Marine Midland Center, Suite 3550  
Buffalo, New York 14203-2884  
716-853-1616

431 East Fayette Street  
Syracuse, New York 13202-1919  
315-474-4000

111 Washington Avenue, Suite 206  
Albany, New York 12210-2206  
518-434-4377

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

700 MIDTOWN TOWER  
ROCHESTER, NEW YORK 14604-2070  
716-232-6500  
FAX 716-232-2152

E-mail [smelech@hselaw.com](mailto:smelech@hselaw.com)

800 Laurel Oak Drive, Suite 400  
Naples, Florida 34108-2738  
941-598-4444

6719 Winkler Road, Suite 121  
Fort Myers, Florida 33919-7200  
941-489-1774

Please Reply To: Rochester  
Direct Dial: 716-231-1275

January 14, 1998

## UPS NEXT DAY DELIVERY

Surface Transportation Board  
1925 K Street N.W., Room 715  
Washington, D.C. 20423-0001

Attention: Recordation, Janice M. Fort

Re: First National Bank/Genesee & Wyoming Inc. and Related Entities

Dear Janice:

I have never received the General Releases which you sent to me on January 2, 1998, which you said indicated incorrect recordation numbers, as we discussed. Therefore, enclosed again are the copies of the General Release of Amended and Restated Security Agreement dated as of February 8, 1996, executed by BankBoston, N.A., as Agent, on October 31, 1997 on behalf of each of the following named entities. The original Recordation Number assigned by the Surface Transportation Board appears next to the name. Please record the enclosed Agreements using the original recordation number.

✓ Genesee & Wyoming Inc.	19467
✓ Allegheny & Eastern Railroad, Inc.	19455
✓ Bradford Industrial Rail, Inc.	19456
✓ Buffalo & Pittsburgh Railroad, Inc.	19457
✓ The Dansville and Mount Morris Railroad Company	19458
✓ Genesee & Wyoming Investors, Inc.	19461
✓ Genesee & Wyoming Railroad Services, Inc.	19463
✓ Genesee & Wyoming Railroad Company	19468
✓ GWI Dayton, Inc.	19459
✓ GWI Rail Management Corporation	19464
✓ GWI Switching Services, L.P.	19466
✓ Illinois & Midland Railroad, Inc.	19932
✓ Louisiana & Delta Railroad, Inc.	19469
✓ Portland & Western Railroad, Inc.	19931
✓ Rochester & Southern Railroad, Inc.	19462
✓ Willamette & Pacific Railroad, Inc.	19465

RECORDATION NO. 20083

FILED

JAN 16 '98

10-42 AM

RECEIVED  
SURFACE TRANSPORTATION BOARD

Surface Transportation Board  
January 14, 1998  
Page 2

Also enclosed is a General Release of Instrument of Adherence for Security Agreement dated as of April 29, 1996 executed by BankBoston, N.A. (f/k/a The First National Bank of Boston), as Agent, on October 31, 1997 on behalf of the following named entities:

✓  
✓ Pittsburgh & Shawmut Railroad, Inc. 20052\* -B  
✓ Talleyrand Terminal Railroad Company, Inc. 20383  
\* We are unable to identify the Recordation Number.  
Please review your records to obtain this number.

Also enclosed is a General Release of Instrument of Adherence for Security Agreement dated as of November 8, 1996 executed by BankBoston, N.A. (f/k/a The First National Bank of Boston), as Agent, on October 31, 1997 on behalf of the following named entities:

✓ Rail Link, Inc. 20385  
✓ Carolina Coastal Railway, Inc. 20882  
✓ Commonwealth Railway, Inc. 20384

You are holding a check in the amount of \$504.00 to cover the cost of the \$24.00 filing fee for each of the twenty-one Agreements enclosed.

Kindly see that I receive a stamped copy of each of the Agreements showing Surface Transportation Board recordation.

Thank you very much for your assistance in this matter.

Sincerely yours,

HARTER, SECRET & EMERY LLP

*Susan J. Melech*  
Susan J. Melech  
Paralegal

Enclosures

cc: James B. Gray, Jr.  
Mark W. Hastings

RECORDATION NO. 20383-A

FILED

JAN 16 '98

10-42AM

**GENERAL RELEASE OF  
INSTRUMENT OF ADHERENCE FOR SECURITY AGREEMENT**

Dated as of April 29, 1996

**WHEREAS, TALLEYRAND TERMINAL RAILROAD COMPANY, INC.** (the "Company") and **BANKBOSTON, N.A.** (f/k/a The First National Bank of Boston), as agent (the "Agent") for itself and those banks (the "Banks") which are or may become parties to that certain Amended and Restated Revolving Credit and Term Loan Agreement dated as of February 8, 1996 (the "Credit Agreement"), are parties to that certain Instrument of Adherence for Security Agreement dated as of November 8, 1996 (the "Security Agreement"); and

**WHEREAS,** the Agent, at the direction of the Banks, has agreed to release the lien with respect to Rolling Stock listed on Schedule A attached hereto;

**NOW, THEREFORE,** in consideration of the foregoing premises, the Agent hereby agrees as follows:

The lien created by the Security Agreement on the Rolling Stock listed on Schedule A attached hereto is hereby released. Capitalized terms which are used herein without definition and which are defined in the Security Agreement shall have the same meanings herein as in the Security Agreement.

**IN WITNESS WHEREOF,** the Agent has caused this General Release to be executed by its duly authorized officer as of the 31<sup>st</sup> day of October, 1997.


**BANKBOSTON, N.A., as Agent**

By: Barbara Wilson

Barbara Wilson  
Managing Director

Commonwealth of Massachusetts ) ss.  
County of Suffolk )

On this 29 day of October, 1997, before me personally appeared Barbara Wilson, to me personally known, who, being by me duly sworn, says that she is Managing Director of BankBoston, N.A., and that she is duly authorized to sign the foregoing instrument on behalf of said banking association, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

  
\_\_\_\_\_  
Notary Public

MARY E FLATER

Notary Public

My commission expires;

My Commission Expires November 2 2001

**Schedule A**

**Rolling Stock**

# RAIL LINK, INC.

## SCHEDULE OF LOCOMOTIVES

### AS OF 9/9/96

Owner

Carolina Coastal  
Commonwealth  
Talleyrand  
Talleyrand

Talleyrand

26, 7, 9-49  
are  
owned by  
Rail Link, Inc

					12/31/95	12/31/95	
	UNIT #	TYPE	LOCATION	COST	ACC DEPR	BOOK VALUE	
1	127	W-1000	PINETOWN NC	CAROLINA COASTAL	13,395	9,081	4,314
2	517	CF-7	SUFFOLK VA	COMMONWEALTH	73,843	40,811	33,032
3	265	SW-10	JACKSONVILLE FL	TALLEYRAND	100,000	0	100,000
4	273	SW-1200	JACKSONVILLE FL	TALLEYRAND	90,000	0	90,000
5	214	SW-1200	PLYMOUTH NC	WEYERHAEUSER	43,275	33,047	10,228
6	207	SW-1200	PLYMOUTH NC	WEYERHAEUSER	40,455	33,526	6,929
7	162	GP-7	JESUP, GA	RAYONIER	67,800	45,089	22,711
8	154	GP-7	JESUP, GA	RAYONIER	67,200	44,615	22,585
9	237	SW-1200	BRUNSWICK, GA	GA PACIFIC	99,463	0	99,463
10	238	SW-1200	BRUNSWICK, GA	GA PACIFIC	99,539	0	99,539
11	523	CF-7	FREEPORT TX	BASF	83,564	40,595	32,969
12	475	CF-7	FREEPORT TX	BASF	85,004	47,031	37,973
13	137	SW-7	DEEP PARK TX	LIBRIZOL	77,200	33,289	43,911
14	187	SW-1200	PASADENA, TX	GEORGIA GULF	45,000	20,468	24,532
15	147	SW-900	PASADENA, TX	GEORGIA GULF	62,513	23,505	39,007
16	522	CF-7	DEER PARK TX	SOLVAY	91,503	51,078	40,425
17	531	CF-7	DEER PARK TX	SOLVAY	75,222	42,587	32,635
18	513	CF-7	FREEPORT TX	DOW CHEMICAL	86,722	39,537	47,185
19	553	CF-7	FREEPORT TX	DOW CHEMICAL	77,175	47,545	29,630
20	217	SW-7	ALVIN TX	AMOCO	82,341	20,569	61,772
21	164	SW-1200	ALVIN TX	AMOCO	81,459	12,956	68,503
22	512	CF-7	FREEPORT TX	SHINTECH	84,448	51,890	32,558
23	547	CF-7	FREEPORT TX	SHINTECH	86,861	47,139	39,722
24	137	SW-10	PINE BLUFF, AR	INTERNATIONAL PAPER	25,575	14,503	11,072
25	125	SW-10	PINE BLUFF, AR	INTERNATIONAL PAPER	25,738	12,546	13,192
26	202	SW-8	PINE BLUFF, AR	GAYLORD CONTAINER	92,435	10,077	82,358
27	272	SW-900	PINE BLUFF, AR	GAYLORD CONTAINER	93,535	10,208	83,327
28	428	GP-16	LITTLE ROCK	3M	73,255	18,299	54,956
29	473	GP-16	LITTLE ROCK	3M	71,474	17,854	53,620
30	477	CF-7	LITTLE ROCK	3M **	77,756	43,300	34,456
31	241	SW-7	CAMDEN, AR	INTERNATIONAL PAPER	99,562	7,439	92,123
32	205	NW-2	CAMDEN, AR	INTERNATIONAL PAPER	62,393	4,562	57,831
33	555	CF-7	BATCH POUCE, LA	E-CON	75,404	40,045	35,359
34	557	CF-7	BATCH POUCE, LA	E-CON	67,572	37,578	30,004
35	852	W-7	MANFIELD, LA	INTERNATIONAL PAPER	91,168	5,434	85,734
36	103	SW-1200	MANFIELD, LA	INTERNATIONAL PAPER	91,007	31,442	59,565
37	412	GP-8	GREEN RIVER, WY	GENERAL CHEMICAL	110,179	38,736	71,443
38	403	GP-8	GREEN RIVER, WY	GENERAL CHEMICAL	94,745	30,310	64,435
39	435	GP-9	EASTOVER, SC	UNION CAMP	70,834	17,594	53,240
40	444	GP-16	EASTOVER, SC	UNION CAMP	73,137	13,269	59,868
41	145	SW-900	AUPORA, NC	UNASSIGNED	77,413	35,212	42,201
42	139	SW-900	AUPORA, NC	UNASSIGNED	71,930	35,254	36,676
43	103	SW-1200	AUPORA, NC	UNASSIGNED	34,754	25,596	9,158
44	5	GE-45 TON	BRUNSWICK, GA	GA PACIFIC	49,056	32,365	16,691
45	285	SW-1200	AUPORA, NC	UNASSIGNED	75,944	12,063	63,881
46	425	GP-16	WHITE SPRINGS, FL	UNASSIGNED	72,836	13,194	59,642
47	427	GP-16	WHITE SPRINGS, FL	OXY-CHEMICAL **	70,120	17,516	52,604
48	202	SW-1200	HOPEWELL, VA	ALLIED SIGNAL **	65,560	15,402	50,158
49	202	SW-1200	HOPEWELL, VA	ALLIED SIGNAL **	66,815	17,190	49,625

\$3,595,968 \$1,257,527 \$2,338,441

\*\* = LOCOMOTIVE IN LEASE SERVICE

⑦